

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et. al.</u> ,)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	
)	Objection Deadline: December 19, 2012 @ 4:00 p.m.
_____)	Hearing Date: March 25, 2013 @ 9:00 a.m.

**NOTICE OF ELEVENTH QUARTERLY APPLICATION
OF SCARFONE HAWKINS FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
FOR JULY 1, 2012, THROUGH SEPTEMBER 30, 2012**

To: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the debtor-in-possession lenders (the “DIP Lenders”); (7) Counsel to the Official Committee of Equity Holders; (8) the Fee Auditor; and (9) All parties requesting notice.

Scarfone Hawkins (“Applicant”), as Special Counsel for the Canadian ZAI Claimants pursuant to appointment order, dated March 19, 2010 [Docket No. 24508], has filed and served the *Eleventh Quarterly Application for Compensation for Services Rendered and Reimbursement of Expenses for the Interim Fee Period From July 1, 2012, through September 30, 2012* (“Eleventh Quarterly Application”) seeking fees in the amount of CDN \$7,743.75 and expenses in the amount of CDN \$1,006.70.

Objections or responses to the Eleventh Quarterly Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, on or before **December 19, 2012, at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, Janet S. Baer, Baer Higgins Fruchtmann LLC, 111 East Wacker Dr, Suite 2800, Chicago IL 60601 (Fax number 312-641-2165); and James E. O'Neill, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, PO. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901), and William S. Katchen, Esquire, Duane Morris LLP, 744 Broad Street, Ste. 1200, Newark, New Jersey 07102; (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 375 Park Avenue, 35th Floor, New York, New York 10152 (fax number 212-644-6755), and Mark T. Hurford, Esquire, Campbell & Levine, LLC, 800 North King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, David S. Heller, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Suite 2311, Wilmington, Delaware 19801 (fax number 302-573-6497); (vii) counsel to the Official Committee of Equity Holders, Philip Bentley, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000); (viii) co-counsel to the Official Committee of Equity Holders, Teresa K.D. Currier, Esquire, Saul Ewing, 222 Delaware Avenue, Suite 1200, P.O. Box 1266, Wilmington, DE 19801 (fax number 302-421-5861); (ix) counsel to The Representative Counsel for the Canadian ZAI Claimants, Daniel K. Hogan, Esquire, The Hogan Firm, 1311 Delaware Avenue, Wilmington, DE 19806 (fax number 302-656-7599); (x) the Debtors, Richard C. Finke, Esquire, W.R. Grace & Co., 7500 Grace Drive, Columbia, Maryland 21044; (xi) Co-Counsel to

The Hon. Alexander M. Sanders, Jr., PD Future Claims Representative, R. Karl Hill, Esquire, Seitz, Van Ogtrop & Green, PA, 222 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801; (xii) Co-Counsel to David T. Austern, PD Future Claimant's Representative, John C. Phillips, Jr., Esquire, Philips, Goldman & Spence, PA, 1200 North Broom Street, Wilmington, Delaware 19806; (xii) Co-Counsel to David T. Austern, PI Future Claimant's Representative, Richard Frankel, Esquire, Orrick Herrington & Sutcliffe LLP, Columbia Center, 1152 15th Street, N.W., Washington, D.C. 20005; (xiv) Co-Counsel to the Hon. Alexander M. Sanders, Jr., PD Future Claims Representative, Alan B. Rich, Esquire, Law Office of Alan B. Rich, 4244 Renaissance Tower, 1201 Elm Street, Dallas, Texas 75270; and (xv) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Ste. 1250, Dallas, Texas 75201.

A HEARING ON THE ELEVENTH QUARTERLY APPLICATION WILL BE HELD BEFORE THE HONORABLE JUDITH K. FITZGERALD AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, WILMINGTON, DELAWARE 19801, ON MARCH 25, 2013, AT 9:00 A.M.

Dated: November 27, 2012

Respectfully submitted,

By: /s/ Daniel K. Hogan
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**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**